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February 21, 2001

Via Hand-Delivery

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

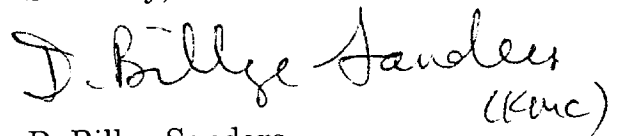
Re: Application of Memphis Networx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval for Agreement Between MLGW and A&L regarding Joint Ownership of Memphis Networx, LLC, as Amended to Substitute Memphis Broadband for A&L; Docket No.99-00909 - Supplemental Responses to Data Request Number 35

Dear Mr. Waddell:

Please find enclosed an original plus thirteen copies of supplemental responses to data request number 35 of Tennessee Cable Telecommunications Association, Time Warner Communications and Time Warner Telecom of the Mid-South, L.P. filed on behalf of MLGW, Memphis Networx, LLC and Memphis Broadband, LLC.

K. David Waddell
February 12, 2001
Page 2

Sincerely,


(KMC)

D. Billye Sanders
Waller Lansden Dortch & Davis
A Professional Limited Liability Company


(KMC)

John Knox Walkup
Wyatt, Tarrant & Combs

DBS:lmb
Enclosures

cc: Parties of Record
Richard Collier, Esq.
Ward Huddleston, Esq.

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

APPLICATION OF MEMPHIS NETWORKX, LLC
FOR A CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATION SERVICES AND JOINT
PETITION OF MEMPHIS LIGHT GAS & WATER
DIVISION, A DIVISION OF THE CITY OF
MEMPHIS, TENNESSEE ("MLGW") AND A&L
NETWORKS-TENNESSEE, LLC ("A&L") FOR
APPROVAL OF AGREEMENT BETWEEN MLGW
AND A&L REGARDING JOINT OWNERSHIP OF
MEMPHIS NETWORKX, LLC.

Docket No. 99-00909

**APPLICANT'S AND JOINT PETITIONERS' SUPPLEMENTAL
RESPONSES TO DATA REQUEST NUMBER 35 OF THE TENNESSEE
CABLE TELECOMMUNICATIONS ASSOCIATION, TIME WARNER
COMMUNICATIONS, AND TIME WARNER TELECOM OF THE
MID-SOUTH, L.P.**

Applicant Memphis Networkx, LLC ("Applicant") and Joint Petitioners Memphis Light, Gas & Water ("MLGW") and Memphis Broadband, LLC (collectively "Joint Petitioners") hereby submit a supplemental response to data request number 35 of Intervenor, Tennessee Cable Telecommunications Association ("TCTA"), Time Warner Communications ("TWC") and Time Warner Telecom of the Mid-South, L.P. ("TWTC"):

Request No. 35.: Identify each investor and principal of Memphis Broadband that have "direct experience in startup projects in Shelby County" as well as the identity of the startup project (Supplemental Testimony of William Larry Thompson, page 4).

Response: Applicant and Joint Petitioners object for the reasons set forth in objection #5. Applicant and Joint Petitioners further object to this request insofar as it is overbroad and burdensome.

Subject to and without waiver of the foregoing objections, please find below examples of direct experience in start-up projects in Shelby County of the investors and principals of Memphis Broadband:

1. Robert B. Blow, Manager of Paradigm Capital Partners and a Member of the Memphis Angels, LLC, has been involved in private equity investing for over 12 years and has assisted with dozens of start-up organizations. Paradigm Capital Partners is the managing company of Memphis Angels, LLC, one of the members of Memphis Broadband, LLC.

Mr. Blow has been an active investor in Shelby County startups including: (1) Telular, a Shelby County leader in fixed wireless communications equipment since 1986; (2) Firstdoor.com, an online provider of corporate benefits and services co-headquartered in Memphis and Atlanta; (3) Thoughtware Technologies, Inc. a Memphis based company developing intelligent intranets for corporate clients; and (4) 3Re.com, a Memphis based company offering returns processing, repair and internet re-marketing for electronics products. In addition, Mr. Blow served as member of the Board of Directors for Telular. See also the Pre-Filed Testimony of Andrew P. Seamons.

2. Frank A. McGrew IV, Manager of both Paradigm Capital Partners and Memphis Broadband, LLC., has experience in over 20 startup organizations since

founding Paradigm Capital Partners. In Shelby County, Mr. McGrew is active with Thoughtware Technologies, Inc. and dotLogix, a Memphis based company providing e-commerce solutions to manufacturing and distribution companies.

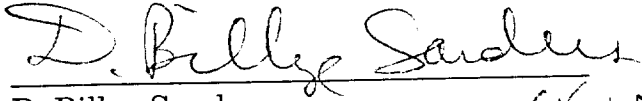
3. Alex Sadusky, Vice President of Paradigm Capital Partners, has been involved in the startup investments of both Columbia Capital and Paradigm Capital Partners. In Shelby County, Mr. Sadusky is active with Thoughtware Technologies, Inc., and dotLogix.

4. Joseph R. Hyde, III, Member of Memphis Broadband, LLC, was the founder, CEO, and Chairman of Autozone, Inc. Autozone, Inc. is a Shelby County based international auto parts retailer founded in 1979, which has grown to a \$4.5 billion company. Autozone is also a member of the New York Stock Exchange, and was recently named to the Fortune 500.

5. Frederick W. Smith, Investor in Memphis Angels, LLC, founded Federal Express, a Shelby County enterprise, in 1971 and is credited with growing it to a \$20 billion company.

CERTIFICATE OF SERVICE

I, D. Billye Sanders, hereby certify that on this 21st day of February, 2001, a true and correct copy of the foregoing was delivered by hand delivery, facsimile or U.S. Mail postage pre-paid to the Counsel of Record listed below.


D. Billye Sanders (KMC)

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